

Endow
Manitoba



Learn.
Lead.
Legacy.



Understanding your role and responsibilities on the board

Governance

Friday, Oct. 28, 9:15 a.m.



Your facilitators

Reg Black

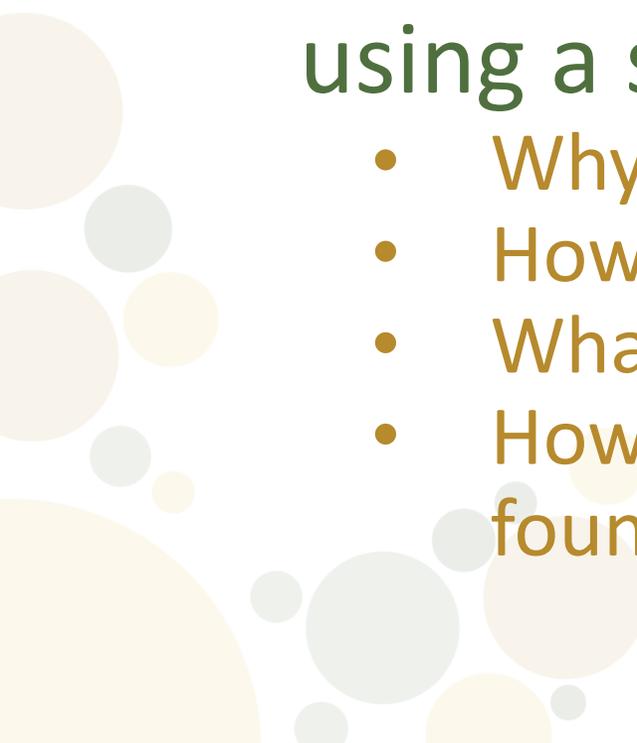
Brokenhead River Community Foundation
President

Alan Goddard

The Winnipeg Foundation
Director, Endow Manitoba



Our approach

- The fundamentals: cellphones and washrooms.
 - The goal: create a *fun, safe and engaging* space.
 - The format: share knowledge and experience using a structure of:
 - Why is this important?
 - How do you do it?
 - What is the outcome?
 - How can I apply this learning with my community foundation?
- 



Our philosophy

- *You* are the expert of your community and your community foundation.
- Please share your *thoughts, knowledge, and experiences* so that we can all learn from each other.





Why is your Board critical to your foundation's success?

Take a worksheet and **write** down your answer.



Reg Black Brokenhead River Community Foundation



Definition: Board roles & responsibilities

- An **elected/appointed** group of people who **manage** or **direct** an organization on behalf of its "members."
 - Consists of 3 - 20+ directors (8-12 is the norm).
 - There are three required/defined Officer roles on the board:
 - **President/Chair, Treasurer, and Secretary.**
 - **Boards can define other Officer roles depending on need of the organization.**
 - Each director must follow "Fiduciary Duties" and collectively, are responsible for the **governance, oversight, and leadership** of an organization.
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Why is your Board important to your foundation?

- Requirement to maintain your foundation's status as an incorporated entity/charitable organization.
- Fosters **relationships** between all community stakeholders and your foundation.
- Creates an opportunity to **engage** community-minded volunteers in work that supports the whole community.
- Ensures that your foundation (Responsibilities):
 - Makes the right decisions, the right way (Governance);
 - Meets all its obligations, every year (Oversight);
 - Is prepared for the future it wants - increasing its impact in your community (Leadership).



Why is your Board critical to your foundation's success?

Reflect on original response.

How might you adapt your
response?

How Boards work: Officer roles



Chairperson (President)

- "First among equals". Chairs board meetings. Liaise with staff.

Treasurer

- Accountable for all things financial. May also chair relevant committees of the board (finance, audit, investments).

Secretary

- Accountable for all things governance. Record/minute keeping, bylaws, policies. May also chair relevant committee of the board (governance).

Other Officers as defined

- As the board matures and new committees are established (i.e., Grant Making, Fund Development, Communications), chairs of those committees may be appointed from the board members "at large".





How Boards work: Fiduciary duties

Duty of Care

- Must demonstrate care and concern equal to their competency.
- Be prepared/Participate fully in board meetings/committees.

Duty of Loyalty

- Must place interests of foundation ahead of your own.
- Do not leverage board role for personal or financial benefit.
- Declare conflicts of interest and take appropriate action.

Duty of Obedience

- Ensure the foundation is operating legally and meeting regulatory requirements.
- Ensure the foundation is following its defined purpose/mandate.





How Boards work: Board types

Working Board

- Board members are responsible for all foundation operational activities.

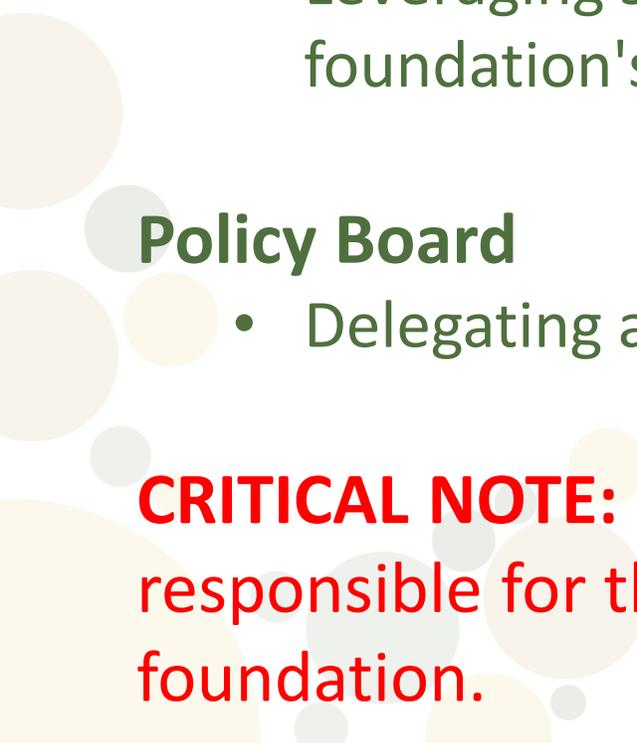
Managing (hybrid) Board

- Leveraging staff and/or non-board volunteers to undertake some of the foundation's operational activities (fund development, grant-making, etc.)

Policy Board

- Delegating all operational activities to staff and/or non-board volunteers.

CRITICAL NOTE: Regardless of board type, foundation directors are still responsible for the governance, oversight, and leadership of the community foundation.





How Boards Work: Governance

- All about board capacity and decision-making.
- Make sure that you:
 - Have the "right" people on the "right" sized board, now and in the future (succession);
 - Are getting the most out of your board/committee members (orientation and training);
 - Have the right structures (committees) and processes in place (policies) to support your efforts;
 - Are making the most out of your time (agenda and calendar).





How Boards work: Oversight

- All about the financial AND non-financial performance of the foundation within the year (fiscal, calendar, other).
 - Make sure that you:
 - Have a budget in place and review it routinely;
 - Understand the finances of the foundation;
 - Assess whether the foundation is meeting its obligations as defined by its mission (i.e., grant-making, fund development) and regulatory requirements (record keeping, tax receipting, reporting);
 - Provide direction to staff/volunteers as required.
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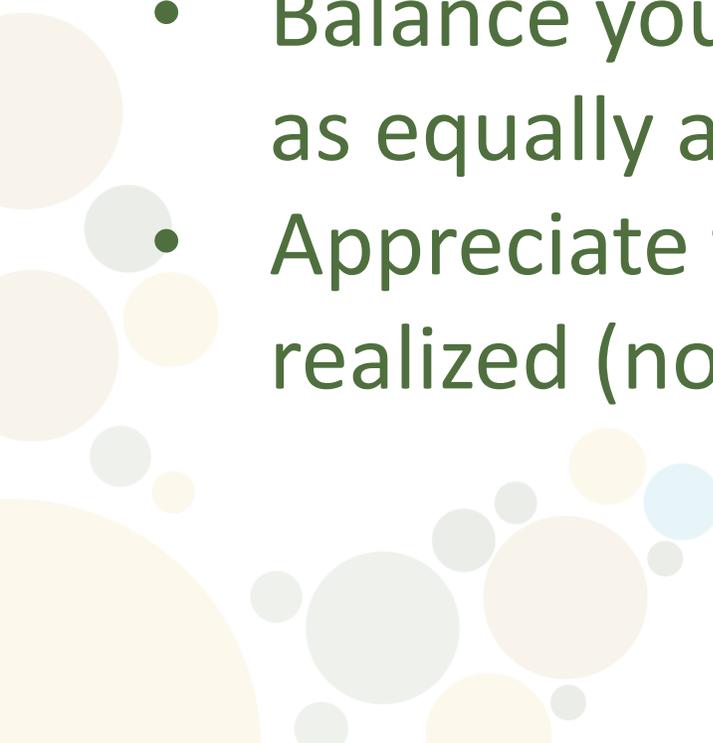


How Boards work: Leadership

- All about the future and how prepared the foundation is to meet that future successfully.
 - Make sure that you:
 - Understand the risks that could impact your foundation's future and how to address them (risk management);
 - Have a plan in place to grow your foundation's impact in the community and increase its relevancy (strategic planning);
 - Are a champion of your foundation and develop relationships with all stakeholders (communications).
- 



How Boards work: Best practices

- Understand your **board type** and then size accordingly.
 - Be **dutiful** but set that as your minimum effort (and not your maximum).
 - Balance your **time** across the three main responsibilities as equally as possible.
 - Appreciate that your best efforts may not be fully realized (nor appreciated) for generations.
- 



The outcomes of a fully functioning Board

- **Consistent application** of policies to support decision-making.
 - Right number/skills of directors and volunteers to **undertake the work**.
 - Enough/effective **meetings to support** board responsibilities.
 - Regulatory **reporting** undertaken.
 - **Strategic plan** is created and implemented.
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Roles and responsibilities on the board

How could your board better balance its time between its governance, oversight, and leadership responsibilities?



Roles and responsibilities on the board

How can your board better resource the incredible amount of work associated with directing your foundation and its activities?

Roles and responsibilities on the board

Exploring YOUR challenges:

- What is your greatest challenge related to your foundation's board role and responsibilities?

Discuss in group. Share with all.



Shared reflections

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**What's one key takeaway or "AHA" that you
want to remember?**

What are you curious about now?



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Thank you

Endow Manitoba is an initiative of The Winnipeg Foundation